Amendments to the Specification:

Please replace paragraph 38 with the following rewritten paragraph:

[0038] The torque-transmitting mechanism 54 includes the friction plates ~~80~~ 90, a plurality of friction plates 152, and a servomechanism 154. The servomechanism 154 includes a piston 156 slidably disposed in a chamber 158 formed in the rear end cover 110, and a piston extension 160, which is adapted to enforce frictional engagement between the friction plates 90 and 152 to thereby connect the planet carrier member 86 and the ring gear member 70 with the shell 112.

Please replace paragraphs 47, 48 and 49 with the following rewritten paragraphs:

[0047] The servomechanism 147B of the torque-transmitting mechanism 52B includes a piston 206 supported within the rear end cover 110B. The piston 206 is a nonrotating member and is separated from an apply plate 208 by a needle bearing 210. The apply plate 208 is adapted to engage the friction plates 146B and 98B to provide engagement of the torque-transmitting mechanism 52B. The apply plate 208 and friction plates ~~146B~~ 98B are drivingly connected with the housing 204 and the friction plates ~~98B~~ 146B are drivingly connected with an extension of the carrier 86 and ring gear member 70.

[0048] By repositioning the torque-transmitting mechanism 48B and 54B to be substantially axially aligned within the shell 112B, the rear end cover 110B is simplified in structure in that less hydraulic passages need to be formed therein. The hydraulic passages are formed directly from the control mechanism to the torque-transmitting mechanisms 48B, 46B, and 54B through the shell 112B. Also by providing stationary pistons 140B and ~~206~~ 206B, the hydraulic connections with the servomechanisms 138B and ~~139B~~ 147B are simplified in that rotating seals are no longer required. In fact, there are no rotating seals at all required for any of the servomechanisms for the transmission shown in powertrain 10B shown in FIG 3.

[0049] A powertrain 10C shown in FIG. 4 is similar to the powertrain 10B shown in FIG. 3 and operates in the same manner as the powertrain described in powertrain 10. That is, the powertrain 10C has the three planetary gearsets 40, 42, and 44 and five torque-transmitting mechanisms 46C, 48C, 50C, ~~52~~ 52C, and 54C. These mechanisms are operated in a manner similar to that described for powertrain 10 in order to establish six forward speed ratios and one reverse speed ratio within the transmission 16C. The primary difference between the transmissions 16C and 16B are the position of the torque-transmitting mechanisms 46C and 54C.